

**LAW OFFICES OF
LOUIS E. GITOMER**

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

October 1, 2007

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 26163-B FILED

OCT 01 '07 -1 13 PM

Dear Secretary Williams:

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release and Termination of Lease, a secondary document, dated as of October 1, 2007. The primary document to which this is connected is recorded under Recordation No. 26163. We request that one copy of this document be recorded under Recordation No. 26163-B.

The names and addresses of the parties to the Partial Release and Termination of Lease are:

Lessor:

MHCB (USA) Leasing & Finance Corporation
1251 Avenue of the Americas
New York, NY 10020

Lessee:

Oklahoma Gas and Electric Company
321 North Harvey Street
Oklahoma City, OK 73102

A description of the equipment covered by the Partial Release and Termination of Lease consists of 23 coalporter cars numbered OGFEX 2013, 2025, 2042, 2215, 2219, 2221, 2257, 2299, 2307, 2503, 2535, 2614, 2647, 2805, 2809, 2865, 2967, 2986, 3123, 3178, 3277, 3290, and 3355.

Honorable Vernon A. Williams

October 1, 2007

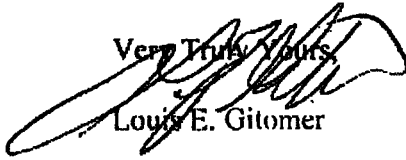
Page 2

A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Partial Release and Termination of Lease between MHCB (USA) Leasing & Finance Corporation, 1251 Avenue of the Americas, New York, NY 10020, and Oklahoma Gas and Electric Company, 321 North Harvey Street, Oklahoma City, OK 73102, covering 23 coalporter cars numbered OGEX 2013, 2025, 2042, 2215, 2219, 2221, 2257, 2299, 2307, 2503, 2535, 2614, 2647, 2805, 2809, 2865, 2967, 2986, 3123, 3178, 3277, 3290, and 3355.

Very Truly Yours,


Louis E. Gitomer

Enclosure

OCT 01 '07 -1 13 PM

SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE AND TERMINATION OF LEASE

By this Partial Release and Termination of Lease (the "Partial Release"), dated as of October 1, 2007, MHCB (USA) Leasing & Finance Corporation ("MCHB"), as lessor, and Oklahoma Gas and Electric Company ("OGE"), as lessee, do agree as follows.

1. A Memorandum of Lease Agreement dated as of February 1, 2006 (the "Lease") between MHCB, as lessor, and OGE, as lessee, was recorded at the Surface Transportation Board on February 1, 2006 under Recordation No. 26163 for 1,464 coalporter cars numbered OGEX 2001-3530, inclusive (excluding cars numbered OGEX 2003, 2007, 2030, 2054, 2081, 2085, 2116, 2165, 2178, 2180, 2198, 2245, 2254, 2258, 2303, 2319, 2335, 2366, 2385, 2399, 2412, 2422, 2433, 2469, 2480, 2489, 2510, 2558, 2597, 2625, 2656, 2694, 2703, 2732, 2737, 2773, 2836, 2880, 2908, 2913, 2945, 2950, 3066, 3070, 3091, 3175, 3194, 3195, 3198, 3207, 3240, 3250, 3258, 3270, 3284, 3310, 3314, 3327, 3329, 3343, 3351, 3352, 3403, 3411, 3425, and 3475) (the "Equipment")
2. A derailment on August 1, 2007 resulted in the destruction of 23 coalporter cars numbered OGEX 2013, 2025, 2042, 2215, 2219, 2221, 2257, 2299, 2307, 2503, 2535, 2614, 2647, 2805, 2809, 2865, 2967, 2986, 3123, 3178, 3277, 3290, and 3355 (the "Destroyed Cars").

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. MHCB and OGE do hereby acknowledge and confirm for the public record:
 - a. That all sums due with respect to the Destroyed Cars have been fully discharged and satisfied.
 - b. The satisfaction and release of their interests to the Destroyed Cars under the Lease.
2. This Partial Release does not apply to the Equipment and provisions of the Lease stated to survive such termination.

3. This Partial Release may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Partial Release.

IN WITNESS WHEREOF, the parties hereto have executed this Partial Release on the dates set forth in the notary acknowledgements below, but this Partial Release is to be effective for all purposes as of October 1, 2007.

MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

By: 
Name: VICTOR MORA
Title: VICE PRESIDENT

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

By: _____
Deborah Fleming
Vice President and Treasurer

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MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

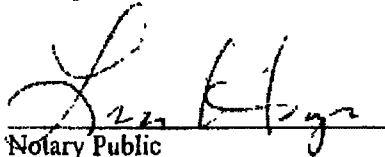
By: _____
Name: _____
Title: _____

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

By: Deborah D. Fleming
Deborah Fleming
Vice President and Treasurer

State of New York)
) ss:
County of New York)

On this 28th day of September, 2007, before me personally appeared Victor Mura, to me personally known, who being duly sworn, says that he is Vice President of MHC B (USA) Leasing & Finance Corporation, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.



Notary Public

My Commission expires on: _____
LISA HAYES
Notary Public, State of New York
No. 02HAB118481
Qualified in New York County
Commission Expires November 8, 2009

State of Oklahoma)
) ss:
County of Oklahoma)

On this ____ day of _____, 2007, before me personally appeared Deborah Fleming, to me personally known, who being duly sworn, says that she is Vice President and Treasurer of Oklahoma Gas and Electric Company, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Notary Public

My Commission expires on: _____

State of New York)
) ss:
County of New York)

On this ____ day of _____ 2007, before me personally appeared _____, to me personally known, who being duly sworn, says that he is _____ of MHCB (USA) Leasing & Finance Corporation, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Notary Public

My Commission expires on: _____

State of Oklahoma)
) ss:
County of Oklahoma)

On this 1 day of October, 2007, before me personally appeared Deborah Fleming, to me personally known, who being duly sworn, says that she is Vice President and Treasurer of Oklahoma Gas and Electric Company, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Sharon M. Grigsby
Notary Public

My Commission expires on: 2-17-10

